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ALAMOSA HOLDINGS INC  
Form 424B3  
August 08, 2002

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Registration File No. 333-66358

ALAMOSA HOLDINGS, INC.

30,649,990 SHARES OF COMMON STOCK

Supplement No. 9 to  
Prospectus

This prospectus supplement relates to the resale by selling stockholders of up to 30,649,990 shares of our common stock that the selling stockholders acquired from us in connection with our acquisitions of companies formerly owned by them. We will not receive any of the proceeds from the sale of any of these shares by the selling stockholders.

You should read this prospectus supplement in conjunction with the prospectus dated September 28, 2001, filed by us with the Securities and Exchange Commission, prospectus supplement no. 1, filed by us with the Securities and Exchange Commission on October 18, 2001, prospectus supplement no. 2, filed by us with the Securities and Exchange Commission on October 30, 2001, prospectus supplement no. 3, filed by us with the Securities and Exchange Commission on November 14, 2001, prospectus supplement no. 4, filed by us with the Securities and Exchange Commission on February 28, 2002, prospectus supplement no. 5, filed by us with the Securities and Exchange Commission on March 29, 2002, prospectus supplement no. 6, filed by us with the Securities and Exchange Commission on May 2, 2002, prospectus supplement no. 7, filed by us with the Securities and Exchange Commission on May 15, 2002 and prospectus supplement no. 8, filed by us with the Securities and Exchange Commission on June 13, 2002. All terms used in this prospectus supplement have the meaning assigned to them in the prospectus. Our common stock is traded on The New York Stock Exchange under the symbol "APS." On August 7, 2002, the last reported sale price of one share of our common stock was \$0.95.

These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus supplement. Any representation to the contrary is a criminal offense.

This supplement is part of the prospectus and must accompany the prospectus to satisfy prospectus delivery requirements under the Securities Act of 1933, as amended.

The date of this prospectus supplement is August 8, 2002.

RECENT DEVELOPMENTS

On August 7, 2002 we issued the following press release.

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News Release

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## Alamosa Announces Second Quarter Results

### Second Quarter Highlights

- o Net loss for the second quarter totaled \$28.7 million or \$0.31 per share.
- o Second consecutive quarter of positive EBITDA (earnings before interest, taxes, depreciation and amortization).
- o Subscribers increase by approximately 20,000, to approximately 571,000 total subscribers.
- o \$147.2 million in available funding, including \$122.2 million in cash, cash equivalents and short-term investments, (of which \$59.2 million represents restricted cash in escrow accounts for bond interest payments) and \$25 million in undrawn bank borrowings.
- o Network upgrade to 3G is complete.

LUBBOCK, Texas (August 7, 2002) - Alamosa Holdings, Inc. (NYSE: APS), the largest PCS affiliate of Sprint based on number of subscribers, today reported results for the second quarter ended June 30, 2002. The Company reported positive EBITDA of \$6.4 million, after a one-time \$5.4 million access revenue adjustment relating to a July 3rd FCC ruling and before a non-cash equipment impairment. EBITDA, excluding the access revenue adjustment, was \$11.8 million. The FCC ruling specifically addresses wireless carriers attempts to collect access charges from long distance carriers for terminating calls on the company's network. As previously reported, Alamosa added approximately 20,000 net new subscribers, bringing total subscribers to approximately 571,000. Customer churn was within revised guidance at 3.2 percent. Subscriber revenue, before the access revenue adjustment, increased approximately 5 percent from first quarter of 2002.

"Our highest priority is running our business to achieve free cash flow in 2003, and Alamosa is on track to achieve that goal," stated David E. Sharbutt, Chief Executive Officer of Alamosa Holdings, Inc. "We are very pleased with our growth in positive EBITDA during the second quarter. With every quarter, our overall business moves one step closer toward our ultimate goal of profitability. Our funding position also remains strong as we continue to expect to be over-funded in excess of \$50 million dollars at the point of achieving free cash flow in 2003. Our business plan is proving successful as we continue to strive for operational excellence throughout all levels of our operations."

"As the result of both seasonal and marketing factors, we believe the demand for our wireless services will improve in the third and fourth quarters," Sharbutt added. "The launch of third generation services should create increased excitement and demand for our wireless services. Our network is now converted to accommodate 3G services and we are eagerly anticipating its launch. Fiscal Year 2002 has already proven to be a positive year for Alamosa as we achieved positive EBITDA one quarter ahead of expectations and substantially improved upon that trend into the second quarter. We're excited about the balance of this year and the continued

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overall improvement in our financial performance."

### FINANCIAL HIGHLIGHTS

Total revenue for the second quarter was approximately \$130.8 million, including subscriber revenue of \$92.6 million, roaming revenue of \$33.5 million and product sales of \$4.7 million. Roaming revenue increased 26 percent compared to first quarter of 2002, due to the increased seasonal volume of inbound traffic.

EBITDA, excluding non-cash equipment impairment, was a positive \$6.4 million (or \$11.8 million before the access revenue adjustment relating to the July 3rd FCC ruling) compared to positive \$3.1 million for the first quarter and a negative \$9.1 million for the second quarter of 2001. EBITDA, before selling and marketing expenses, was a positive \$37.7 million for the quarter. The net loss for the second quarter totaled \$28.7 million or \$0.31 per share compared to the net loss of \$28.1 million or \$0.30 per share in the first quarter of 2002 and the net loss of \$34.3 million or \$0.37 per share for the second quarter of 2001.

At the end of the second quarter, Alamosa had available funding of \$147.2 million. This included approximately \$122.2 million of cash, cash equivalents and short-term investments, of which \$59.2 million represents restricted cash escrowed for the payment of bond interest, and committed but unused credit facilities at the end of the second quarter of \$25 million. Capital expenditures for the second quarter were \$29.6 million.

### SUMMARY OF QUARTERLY OPERATING STATISTICS

| Metric                                       | 2Q 2002       | 1Q 2002      | 2001 |
|--|---------------|--------------|------|
| Total Customers                              | 571,000       | 551,000      |      |
| Net Additions                                | 20,000        | 48,000       |      |
| ARPU (including roaming)                     | \$79*         | \$76         |      |
| ARPU (without roaming)                       | \$59*         | \$59         |      |
| Churn  | 3.2%          | 3.1          |      |
| Cost Per Gross Addition                      | \$402         | \$340        |      |
| Monthly Cash Cost Per User (without roaming) | \$39          | \$38         |      |
| Average MOUs Per User (including roaming)    | 601           | 575          |      |
| Average MOUs Per User (without roaming)      | 442           | 445          |      |
| MOUs (total system)                          | 1,005 million | 916 million  | 420  |
| Roaming Minutes - Inbound                    | 265 million   | 211 million  | 105  |
| Roaming minutes - Outbound                   | 214 million   | 182 million  | 83   |
| Licensed POPs                                | 15.8 million  | 15.8 million | 15.6 |
| Covered POPs                                 | 11.5 million  | 11.5 million | 10.0 |
| Penetration - Covered POPs                   | 5.0%          | 4.8          |      |
| Number of Cell Sites                         | 1,467         | 1,425        |      |

\* Excluding a one-time revenue adjustment of \$5.4 million for FCC ruling on access charges in 2Q

### BUSINESS OUTLOOK

The following outlook may be materially affected by: competitive conditions, uncertainty surrounding the impact of the launch of new 3G products and services and general economic conditions, among other things.

- o Full year 2002 net subscriber additions in the range of 190,000 to 210,000
- o Positive full year EBITDA in the range of approximately \$10 to \$20 million

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- o Capital expenditures for 2002 of approximately \$75 million
- o Churn for the last half of the year to trend higher
- o ARPU to remain stable

### CONFERENCE CALL AND REPLAY

Alamosa has scheduled a conference call for Thursday, August 8, 2002 at 9:00 a.m. Eastern Time (8:00 a.m. Central Time). To participate in the call, dial 303-262-2175 at least ten minutes before the call begins and ask for the Alamosa conference call. Investors, analysts and the general public will also have the opportunity to listen to the conference call free over the Internet by visiting the company's Web site at [www.alamosapcs.com](http://www.alamosapcs.com) or [www.companyboardroom.com](http://www.companyboardroom.com). To listen to the live call online, please visit the Web site at least 15 minutes early to register, download and install any necessary audio software. For those who cannot listen to the live Web cast, an audio archive will be available shortly after the call on the company's website at [www.alamosapcs.com](http://www.alamosapcs.com) or [www.companyboardroom.com](http://www.companyboardroom.com) for approximately 30 days. A telephonic replay of the conference call will be available through August 15, 2002, and may be accessed by calling 303-590-3000 and using the passcode 484808.

### ABOUT ALAMOSA

Alamosa Holdings, Inc. is the largest PCS Affiliate of Sprint based on number of subscribers. Alamosa has the exclusive right to provide digital wireless mobile communications network services under Sprint's PCS division throughout its designated territory located in Texas, New Mexico, Oklahoma, Arizona, Colorado, Utah, Wisconsin, Minnesota, Missouri, Washington, Oregon, Arkansas, Kansas, Illinois and California. Alamosa's territory includes licensed population of 15.8 million residents.

### ABOUT SPRINT

Sprint operates the nation's largest all-digital, all-PCS wireless network, already serving the majority of the nation's metropolitan areas including more than 4,000 cities and communities across the country. Sprint has licensed PCS coverage of more than 280 million people in all 50 states, Puerto Rico and the U.S. Virgin Islands. Sprint plans to launch its 3G network nationwide this summer and expects to deliver faster speeds and advanced applications on Sprint PCS 3G Phones and devices. For more information on products and services, visit [www.sprint.com/mr](http://www.sprint.com/mr). Sprint PCS is a wholly-owned tracking group of Sprint Corporation trading on the NYSE under the symbol "PCS." Sprint is a global communications company with more than 80,000 employees worldwide and \$26 billion in annual revenues and is widely recognized for developing, engineering and deploying state-of-the-art network technologies.

### FORWARD LOOKING STATEMENTS

Statements contained in this news release that are forward-looking statements, such as statements containing terms such as can, may, will, expect, plan, and similar terms, are subject to various risks and uncertainties. Such forward-looking statements are made pursuant to the "safe-harbor" provisions of the private Securities Litigation Reform Act of 1995 and are made based on management's current expectations or beliefs as well as assumptions made by, and information currently available to, management. A variety of factors could cause actual results to differ materially from those anticipated in Alamosa's forward-looking statements, including the following factors: Alamosa's dependence on its affiliation with Sprint PCS; shifts in populations or network focus; changes or advances in technology; changes in Sprint's national service plans or fee structure with us; change in population; difficulties in network construction; increased competition in our markets; failure to consummate anticipated acquisitions and adverse changes in financial position, condition or results of operations. For a detailed discussion of these and other cautionary statements and factors that could cause actual results to

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differ from Alamosa's forward-looking statements, please refer to Alamosa's filings with the Securities and Exchange Commission, especially in the "risk factors" sections of Alamosa's Annual Report on Form 10-K for the year ended December 31, 2001 and in subsequent filings with the Securities and Exchange Commission.

ALAMOSA HOLDINGS, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)  
(dollars in thousands, except per share amounts)

|   | For the Three Months Ended<br>June 30, |           |    |
|---|--|-----------|----|
|   | 2002                                   | 2001      |    |
| Revenues:   |  |           |    |
| Subscriber revenues   | \$ 92,580                              | \$ 53,305 | \$ |
| Roaming revenues  | 33,457                                 | 24,198    |    |
| Total service revenues  | 126,037                                | 77,503    |    |
| Product sales   | 4,752                                  | 6,032     |    |
| Total revenue   | 130,789                                | 83,535    |    |
| Costs and expenses:   |  |           |    |
| Cost of service and operations  | 85,289                                 | 54,446    |    |
| Cost of products sold   | 9,113                                  | 10,526    |    |
| Selling and marketing   | 26,960                                 | 24,281    |    |
| General and administrative expenses (excluding non-cash compensation of \$0 and \$0 for the three months ended June 30, 2002 and 2001, respectively, and \$0 and \$183 for the six months ended June 30, 2002 and 2001, respectively) | 3,053                                  | 3,351     |    |
| Depreciation and amortization   | 26,344                                 | 25,235    |    |
| Impairment of property and equipment  | 1,332                                  | --        |    |
| Non-cash compensation   | --                                     | --        |    |
| Total costs and expenses  | 152,091                                | 117,839   |    |
| Loss from operations  | (21,302)                               | (34,304)  |    |
| Interest and other income   | 871                                    | 2,467     |    |
| Interest expense  | (25,820)                               | (19,947)  |    |
| Net loss before income tax benefit and extraordinary item   | (46,251)                               | (51,784)  |    |
| Income tax benefit  | 17,515                                 | 17,448    |    |
| Net loss before extraordinary item  | (28,736)                               | (34,336)  |    |
| Loss on debt extinguishment, (net of tax benefit of \$0 and \$0 for the three months ended  |  |           |    |

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June 30, 2002 and 2001, respectively, and  
 \$0 and \$1,969 for the six months ended  
 June 30, 2002 and 2001, respectively)

|  |             |             |       |
|--|-------------|-------------|-------|
|  | -----       | -----       | ----- |
| Net loss   | \$ (28,736) | \$ (34,336) | \$    |
|  | -----       | -----       | ----- |
| Net loss per common share, basic and diluted:                    |             |             |       |
| Net loss before extraordinary item                               | \$ (0.31)   | \$ (0.37)   | \$    |
| Loss on debt extinguishment, net of tax                          | -----       | -----       | ----- |
|  | --          | --          |       |
| Net loss   | \$ (0.31)   | \$ (0.37)   | \$    |
|  | -----       | -----       | ----- |
| Weighted average common shares outstanding,<br>basic and diluted | 92,915,638  | 92,009,977  |       |
|  | =====       | =====       |       |

###  
 ALAMOSA HOLDINGS, INC.  
 CONSOLIDATED BALANCE SHEETS  
 (dollars in thousands, except share information)

|                                      | June 30,<br>2002 | Decemb<br>20 |
|--------------------------------------|------------------|--------------|
|                                      | -----            | -----        |
|                                      | (unaudited)      |              |
| ASSETS                               |                  |              |
| Current assets:                      |                  |              |
| Cash and cash equivalents            | \$ 61,701        | \$           |
| Short term investments               | 1,300            |              |
| Restricted cash                      | 50,491           |              |
| Customer accounts receivable, net    | 50,905           |              |
| Receivable from Sprint               | 7,253            |              |
| Interest receivable                  | 1,559            |              |
| Inventory                            | 4,860            |              |
| Prepaid expenses and other assets    | 4,784            |              |
| Deferred customer acquisition costs  | 6,292            |              |
| Deferred tax asset                   | 8,112            |              |
|                                      | -----            | -----        |
| Total current assets                 | 197,257          |              |
| Property and equipment, net          | 469,536          |              |
| Debt issuance costs, net             | 34,376           |              |
| Restricted cash                      | 8,667            |              |
| Goodwill                             | 291,635          |              |
| Intangible assets, net               | 508,706          |              |
| Other noncurrent assets              | 7,280            |              |
|                                      | -----            | -----        |
| Total assets                         | \$ 1,517,457     | \$           |
|                                      | =====            | =====        |
| LIABILITIES AND STOCKHOLDERS' EQUITY |                  |              |
| Current liabilities:                 |                  |              |
| Accounts payable                     | \$ 21,123        | \$           |

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|   |              |       |
|---|--------------|-------|
| Accrued expenses  | 27,672       |       |
| Payable to Sprint   | 19,743       |       |
| Interest payable  | 22,269       |       |
| Deferred revenue  | 18,596       |       |
| Current installments of capital leases  | 749          |       |
|   | -----        | ----- |
| Total current liabilities   | 110,152      |       |
|   | -----        | ----- |
| Long term liabilities:  |              |       |
| Capital lease obligations   | 1,859        |       |
| Other noncurrent liabilities  | 9,163        |       |
| Senior secured debt   | 200,000      |       |
| 12 7/8% senior discount notes   | 252,539      |       |
| 12 1/2% senior notes  | 250,000      |       |
| 13 5/8% senior notes  | 150,000      |       |
| Deferred tax liability  | 62,472       |       |
|   | -----        | ----- |
| Total long term liabilities   | 926,033      |       |
|   | -----        | ----- |
| Total liabilities   | 1,036,185    |       |
|   | -----        | ----- |
| Commitments and contingencies   | --           |       |
| Stockholders' equity:   |              |       |
| Preferred stock, \$.01 par value; 10,000,000 shares authorized; no shares issued  | --           |       |
| Common stock, \$.01 par value; 290,000,000 shares authorized, 92,915,720 and 92,786,497 shares issued and outstanding, respectively | 929          |       |
| Additional paid-in capital  | 799,767      |       |
| Accumulated deficit   | (318,240)    |       |
| Accumulated other comprehensive income, net of tax  | (1,184)      |       |
|   | -----        | ----- |
| Total stockholders' equity  | 481,272      |       |
|   | -----        | ----- |
| Total liabilities and stockholders' equity  | \$ 1,517,457 | \$    |
|   | =====        | ===== |